# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: April 28, 2003

(Date of Earliest Event Reported)

## **HUMANA INC.**

(Exact name of Registrant as specified in its Charter)

Delaware (State of Incorporation) 1-5975 (Commission File Number)

61-0647538 (I.R.S. Employer Tax Identification No.)

500 West Main Street
Louisville, KY 40202
(Address of principal executive offices, including zip code)

(502) 580-1000 (Registrant=s telephone number, including area code)

#### Item 7. Financial Statements and Exhibits

(c) Exhibits

99

Number Description

Press Release, including Statistical Pages, dated April 28, 2003, issued by the Company

#### Item 9 and Item 12

The following information is furnished pursuant to Item 9 - Regulation FD Disclosure and Item 12 - Disclosure of Results of Operations and Financial Condition.

On April 28, 2003, Humana Inc. (the "Company" or ARegistrant") issued a press release, including statistical pages, discussing first quarter results, a copy of which is attached hereto as Exhibit 99 and is incorporated herein by reference.

To supplement our consolidated financial results as determined by generally accepted accounting principles (GAAP), the press release also discloses non-GAAP information which management believes provides useful information to investors. The press release also contains forward-looking statements regarding the Company.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**HUMANA INC.** 

BY: /s/ Arthur P. Hipwell
Arthur P. Hipwell
Senior Vice President
and General Counsel

Date: April 28, 2003

#### **INDEX TO EXHIBITS**

Number Description

99 Press Release, dated April 28, 2003, issued by the Company, including Statistical Pages

#### news release

For More Information Contact:

Regina Nethery Humana Investor Relations (502) 580-3644 E-mail: -rnethery@humana . com

Tom Noland Humana Corporate Communications (502) 580-3674 E-mail: -Tnoland@humana . com

# **Humana Reports First Quarter 2003 Results**

LOUISVILLE, KY (April 28, 2003) - Humana Inc. (NYSE: HUM) today reported results for the first quarter ended March 31, 2003 and comparative amounts for the quarter ended March 31, 2002 as follows:

	ll .	Q03 <u>AAP<sup>1</sup></u>	I	Q02 <u>AAP<sup>1</sup></u>	I	Q03 <u>ısted<sup>2</sup></u>
Earnings per diluted share	\$	.19	\$	.28	\$	.31
Net income (in thousands)	\$	31,230	\$	46,770	\$	50,024
Pretax margin		1.6%		2.5%		2.7%

(See "Footnote Definitions" section of this press release.)

Driven by improved adjusted earnings in the company's Commercial segment, first quarter 2003 adjusted earnings per diluted share of \$.31 increased 11 percent compared to the same period in the prior year. Adjusted net income for the first quarter improved 7 percent compared to that for the same period in the prior year. The adjusted pretax margin of 2.7 percent increased 20 basis points from the first quarter of 2002.

"Our adjusted Commercial segment pretax earnings for the first quarter exceeded those for all of 2002. We believe this is a clear demonstration of our growing ability to improve Commercial profitability," said Michael B. McCallister, chief executive officer. "Humana's innovative products and rigorous operating discipline, supported by streamlining of administrative expenses, should result in a substantial improvement in our Commercial segment results for 2003. Our Government segment profitability complemented the Commercial segment improvement in the quarter."

## Restructuring Charge

During the first quarter of 2003, the company recorded the following items that were not reflective of the run-rate operations of the company. These adjustments, which are reflected in the restructuring charge line in the Statement of Income, were described initially in the company's press release, dated December 5, 2002, and again in the company's Form 10-K for the year ended December 31, 2002. Management believes this restructuring charge should be excluded to properly reflect the run-rate operations of the company and to provide better comparability to prior year results.

(in thousands, except per share amounts)	Pretax Impact	After-tax Impact	Earnings per diluted share <u>Impact</u>
Building and equipment writedown	\$ (17,233)	\$ (10,529)	\$ (.07)
Software abandonment	(13,527)	(8,265)	(.05)
Total restructuring charge	\$ (30,760)	\$ (18,794)	\$ (.12)

(See "Footnote Definitions" section of this press release.)

# **Segment Results**

Pretax results and margins for the company's business segments for the quarters ended March 31, 2003 and 2002 were as follows:

Pretax income (in thousands)	II .	1Q03 SAAP <sup>1</sup>	l .	1Q02 SAAP <sup>1</sup>	1Q03 ljusted <sup>2</sup>
Commercial segment	\$	37,239	\$	26,095	\$ 55,091
Government segment	\$	10,163	\$	42,684	\$ 23,071
Consolidated	\$	47,402	\$	68,779	\$ 78,162

(See "Footnote Definitions" section of this press release.)

Pretax margins	1Q03_ <u>GAAP<sup>1</sup></u>	1Q02 <u>GAAP<sup>1</sup></u>	1Q03 <u>Adjusted<sup>2</sup></u>
Commercial segment	2.2%	1.8%	3.3%
Government segment	0.8%	3.4%	1.8%
Consolidated	1.6%	2.5%	2.7%

(See "Footnote Definitions" section of this press release.)

## **Revenues and Membership**

Consolidated revenues and membership for the quarters ended March 31, 2003 and 2002 were as follows:

Consolidated (in thousands)	1Q03 <u>GAAP<sup>1</sup></u>	1Q02 <u>GAAP<sup>1</sup></u>
First quarter - total revenues	\$ 2,931,716	\$ 2,732,582

Ending medical membership	6,625.2	6,534.9
---------------------------	---------	---------

(See "Footnote Definitions" section of this press release.)

Commercial segment premiums and administrative services fees and membership for the quarters ended March 31, 2003 and 2002 were as follows:

Commercial Segment (in thousands)	1Q03 <u>GAAP<sup>1</sup></u>	1Q02 <u>GAAP<sup>1</sup></u>
Premiums	\$ 1,615,556	\$ 1,425,988
Administrative services fees	\$ 29,590	\$ 25,147
Total premiums and administrative services fees	\$ 1,645,146	\$ 1,451,135
Ending medical membership	3,003.4	2,954.2

(See "Footnote Definitions" section of this press release.)

Commercial segment medical membership grew by 2 percent from March 31, 2002 to March 31, 2003. Commercial premium yields were within the 13 to 15 percent range for first quarter of 2003. These factors contributed to a year-over-year increase in total premiums and administrative services fees for the Commercial segment of 13 percent for the first quarter 2003.

Government segment premiums and administrative services fees and membership for the first quarter ended March 31, 2003 were as follows:

Government Segment (in thousands)	1Q03 <u>GAAP<sup>1</sup></u>	1Q02 <u>GAAP<sup>1</sup></u>
Premiums	\$ 1,227,393	\$ 1,215,824
Administrative services fees	\$ 31,546	\$ 39,866
Total premiums and administrative services fees	\$ 1,258,939	\$ 1,255,690
Ending medical membership	3,621.8	3,580.7

(See "Footnote Definitions" section of this press release.)

Government segment premiums and administrative services fees were essentially unchanged year-over-year for the first guarter of 2003.

Medicare+Choice membership totaled 327,100 at March 31, 2003, a decline of 36,600 members year over year. Medicare+Choice premium yields for the first quarter were within the 4 to 6 percent range.

TRICARE's insured membership totaled 1,752,500 at March 31, 2003, approximately 1 percent higher than the March 31, 2002 level. TRICARE ASO membership was 1,050,800 at the end of the first quarter of 2003, up approximately 5 percent year over year. TRICARE premium revenues and administrative services fees increased year-over-year by 6 percent during the first quarter of 2003. These increases in TRICARE revenues primarily are attributable to Congressionally legislated benefit changes, an increase in eligible beneficiaries, and a decrease in the use of military treatment facilities.

Medicaid membership of 491,400 at March 31, 2003 grew by approximately 3 percent from March 31, 2002. Approximately 85 percent of the company's Medicaid membership is in Puerto Rico.

## Medical and SG&A Expenses

The company's medical expense ratio (medical expenses as a percent of premiums) and selling, general and administrative ("SG&A") expense ratio (SG&A expenses as a percent of premiums and administrative services fees) for the quarters ended March 31, 2003 and 2002 were as follows:

	1Q03	<u>1Q02</u>
Medical expense ratio - GAAP <sup>1</sup>	83.4%	83.1%
SG&A expense ratio - GAAP <sup>1</sup>	15.4%	16.1%

(See "Footnote Definitions" section of this press release.)

#### Cash flows from operations

Cash flows provided by (used in) operations for the quarters ended March 31, 2003 and 2002 were as follows:

(in thousands)	1Q03	<u>1Q02</u>
GAAP <sup>1</sup>	\$ (108,230)	\$ (140,137)
Normalized <sup>3</sup>	\$ 97,525	\$ 76,491

(See "Footnote Definitions" section of this press release.)

# **Share Repurchase Program**

In July 2002, the company announced a \$100 million share repurchase program. As of March 31, 2003, 8.6 million shares had been repurchased for an aggregate purchase price of \$94.9 million, an average price of \$10.98 per share.

# **Guidance**

The company offered the following earnings guidance points for the investor community:

For the Full Year 2003:	<u>Projected</u>
Earnings per diluted share - GAAP <sup>1</sup>	\$1.25 - \$1.31
Earnings per diluted share - Adjusted <sup>2</sup>	\$1.37- \$1.43
Consolidated revenues - GAAP <sup>1</sup>	Over \$12 billion
Commercial segment pretax income - GAAP <sup>1</sup>	At least \$102 million
Commercial segment pretax income - Adjusted <sup>2</sup>	At least \$120 million
Commercial segment medical membership (fully insured and ASO combined)	Organic growth of 2 - 4%
Commercial premium yields	13 - 15%
Commercial medical cost trends	12 - 14%
Commercial segment SG&A expense ratio - GAAP <sup>1</sup>	16.3 - 16.5%
Medicare+Choice membership	310,000 to 320,000 by year end
Medicare+Choice premium yields	4 - 6%
Medicare+Choice medical cost trends	4 - 6%
Government segment SG&A expense ratio - GAAP <sup>1</sup>	Flat year over year
TRICARE pretax margin	2 - 3%
Cash flows from operations - GAAP <sup>1</sup> and Normalized <sup>3</sup>	\$340 million to \$360 million
Capital expenditures	Approximately \$105 million
Effective tax rate	36%

For the Second Quarter of 2003:	<u>Projected</u>
Earnings per diluted share - GAAP <sup>1</sup>	\$.28 - \$.29

(See "Footnote Definitions" section of this press release.)

# **Footnote Definitions**

1 - Generally Accepted Accounting Principles ("GAAP")

- 2 Adjusted results exclude from GAAP results the impact of the restructuring charge recorded during the first quarter of 2003. The statistics pages at the end of this press release provide a reconciliation of GAAP to adjusted results for the first quarter of 2003. The detail of the adjustments also is described in the "Restructuring Charge" section of this press release.
- 3 Normalized cash flows from operations give effect to the usual adjustment for the timing of the receipt of the Medicare+Choice premium payment from the Centers for Medicare and Medicaid Services ("CMS"). The fixed monthly payment from CMS is payable to Humana on the first day of each month. However, if the first of the month falls on a weekend or a holiday, the company receives that payment early, often resulting in a significant impact on cash flows from operations. The statistics pages at the end of this press release provide a reconciliation of GAAP to normalized cash flows from operations.

#### **Conference Call**

Humana will host a conference call, as well as a virtual slide presentation, at 9:00 a.m. EDT today to discuss its financial results for the quarter and earnings guidance.

All parties interested in the audio only portion of the conference call are invited to dial 888-625-7430. No password is required. The company suggests participants dial in approximately ten minutes in advance of the call.

A live virtual presentation (audio with slides) will be available and may be accessed via Humana's Investor Relations page at -humana . com. The company suggests web participants sign on approximately 15 minutes in advance of the call. The company also suggests web participants visit the site well in advance of the call to run a system test and to download any free software needed to view the presentation.

For those unable to participate in the live event, the virtual presentation archive will be available in the Presentations section of the Investor Relations page at -humana.com, approximately two hours following the live web cast. An audio recording of the conference call will also be available in the Audio Archives located on the Investor Relations page at www. humana . com approximately two hours after the live call.

\*\*\*\*\*

This news release contains forward-looking statements. The forward-looking statements made in this news release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be significantly impacted by certain risks and uncertainties described in Humana's Form 10-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission.

\*\*\*\*\*\*

Humana Inc., headquartered in Louisville, Kentucky, is one of the nation's largest publicly traded health benefits companies, with approximately 6.6 million medical members located primarily in 18 states and Puerto Rico. Humana offers coordinated health insurance coverage and related services – through traditional and Internet based plans - to employer groups, government-sponsored plans, and individuals.

More information regarding Humana is available via the Internet at -humana . com, including on-line:

- Copies of annual reports to stockholders;
- Copies of Securities and Exchange Commission filings;
- Copy of most recent investor presentation;
- · Copies of quarterly earnings press releases;

- Audio archive of the most recent earnings release conference call;
- Calendar of events (includes upcoming earnings conference call dates, related conference call access number, and planned participation in investor conferences).

Hur	nana	Inc.					Page 1 of 9
In t	housa	ands					
			Mar	rch:	31,		Percent
Fnc	lina M	 Medical Membership	2003		2002	Difference	Change
	g		2000	H	2002	Dillerende	Gnange
Cor	nmerc	ial·		H			
COI	11		2,348.8	H	2,332.4	16.4	0.7
		/ insured					
	ASO		654.6		621.8	32.8	5.3
Tota	al Con	mmercial	3,003.4		2,954.2	49.2	1.7
Gov	/emm	nent:					
	Medi	licare+Choice	327.1		363.7	(36.6)	(10.1)
	Medi	icaid	491.4		476.8	14.6	3.1
	TRIC	CARE	1,752.5		1,742.3	10.2	0.6
	TRIC	CARE ASO	1,050.8		997.9	52.9	5.3
Tota	al Gov	vernment	3,621.8		3,580.7	41.1	1.1
	Tota	al ending medical membership	6,625.2		6,534.9	90.3	1.4
				Ħ			
				Ħ			
				Ħ			
			Mar	rch:	31.		Percent
Fnc	lina S	<u>  </u> Specialty Membership	2003		2002	Difference	Change
	g c		1 2000				- Cinange
Cor	nmerc	yal-					
COI	11		744.7		700.0	(45.4)	(5.7)
		tal-fully insured	741.7		786.8	(45.1)	(5.7)
	Dent	tal-ASO	367.9		306.5	61.4	20.0
		Total Dental	1,109.6		1,093.3	16.3	1.5
		up life	519.0		542.1	(23.1)	
	Shor	rt-term disability	21.5		23.9	(2.4)	(10.0)
	Tota	al ending specialty membership	1,650.1		1,659.3	(9.2)	(0.6)
						Three m	onths ended
						Ma	rch 31,
Pre	mium	ns		Ħ		2003	2002
				Ħ			
Cor	nmerc	ial:		Ħ			
	1	insured medical		Ħ		\$1,536,953	\$1,343,261
	Spec	cialty		Ħ		78,603	82,727
Tota	al Con	mmercial		Ħ		1,615,556	1,425,988
				H			
Gov	/ernme	_IL nent:		H			
	11	licare+Choice		H		635,842	672,186
	Medi			H		121,230	111,253
	ivieui	noanu		H		121,230	111,255
	TRIC	CARE		Ш		470,321	432,385

Tot	al Gov	ernment		1,227,393	1,215,824	
Tot	al pren	niums		\$2,842,949	\$ 2,641,812	
				Three months ended		
				March 31,		
Adı	ninistr	ative services fees		2003	2002	
Cor	nmerci	al		\$ 29,590	\$ 25,147	
Go	/ernme	ent		31,546 39,866		
Tot	al Adm	inistrative services fees		\$ 61,136 \$ 65,013		

				Page 2 of 9
Humana Inc.				
Dollars in thousands, except per share results				
		Three mont	hs ended	
				_
		<b>D</b> 4 4 1	Adjusted	
Constituted Statement of Learning	March 31,	Restructuring	March 31,	March 31,
Consolidated Statement of Income	2003	Charge	2003	2002
Revenues:	© 0.040.040	\$ -	f 0 040 040	© 0.044.040
Premiums  Administrative services fees	\$ 2,842,949	\$ -	\$ 2,842,949	\$ 2,641,812
		-	61,136 25,817	65,013 24,308
Investment income	25,817	_	·	
Other income	1,814	-	1,814	1,449
Total revenues  Operating Expenses:	2,931,716	-	2,931,716	2,732,582
Medical	2,371,434	_	2,371,434	2,194,539
Selling, general and administrative	447,045	_	447,045	435,064
Depreciation	27,209	_	27,209	25,865
Other intangible amortization	3,931	_	3,931	3,931
Restructuring charge	30,760	(30,760)	-	<u> </u>
Total operating expenses	2,880,379	(30,760)	2,849,619	2,659,399
Income from operations	51,337	30,760	82,097	73,183
Interest expense	3,935	-	3,935	4,404
Income before income taxes	47,402	30,760	78,162	68,779
Provision for income taxes	16,172	11,966	28,138	22,009
Net Income	\$ 31,230	\$ 18,794	\$ 50,024	\$ 46,770
Basic earnings per common share	\$ 0.20	\$ 0.12	\$ 0.32	\$ 0.28
Diluted earnings per common share	\$ 0.19	\$ 0.12	\$ 0.31	\$ 0.28

Shares used in basic earnings per common share computation (000)	157,739	157,739	157,739	164,255
Shares used in diluted earnings per common share computation (000)	161,406	161,406	161,406	167,704
Key Ratios				
Medical expense ratio				
Commercial	81.3%	-	81.3%	81.9%
Government	86.2%	-	86.2%	84.5%
Total	83.4%	-	83.4%	83.1%
Selling, general, and administrative expense ratio				
Commercial	16.8%	-	16.8%	17.6%
Government	13.6%	-	13.6%	14.3%
Total	15.4%	-	15.4%	16.1%

Humana Inc.				Page 3 of 9
Dollars in thousands, except per share results				
		Three mo	nths ended	
			Adjusted	
	March 31,	Restructuring	March 31,	March 31,
Operating Results by Segment	2003	Charge	2003	2002
Commercial:				
Income before income taxes	\$ 37,23	9 \$ 17,852	\$ 55,091	\$ 26,095
Interest expense	3,06	3 -	3,063	3,059
Depreciation and amortization	19,22	8 -	19,228	17,167
Commercial EBITDA*	59,53	0 17,852	77,382	46,321
Government:				
Income before income taxes	10,16	3 12,908	23,071	42,684
Interest expense	87	2 -	872	1,345
Depreciation and amortization	11,91	2 -	11,912	12,629
Government EBITDA*	22,94	7 12,908	35,855	56,658
Consolidated:				
Income before income taxes	47,40	2 30,760	78,162	68,779
Interest expense	3,93	5 -	3,935	4,404
Depreciation and amortization	31,14	0 -	31,140	29,796
Consolidated EBITDA*	\$ 82,47	7 \$ 30,760	\$ 113,237	\$ 102,979
				<u> </u>

EBITDA represents earnings (including investment and other income) before interest expense, income taxes, depreciation and amortization.

EBITDA is not a measure under accounting principles generally accepted in the United States and may not be similar to EBITDA measures of other companies. EBITDA also is a measure commonly used by analysts, investors and other interested parties in the health care industry. We believe EBITDA is an important indicator of the cash content of the Company's operating income, and as such the quality of net income.

Humana Inc.			Page 4 of 9	
-------------	--	--	-------------	--

Dollars in thousands, except per share results		
	March 31,	December 31,
Consolidated Balance Sheets	2003	2002
	2003	2002
Assets Current assets:		
Cash and cash equivalents	\$ 532,652	\$ 721,357
		<u> </u>
Investment securities	1,411,356	1,405,833
Receivables, net:	470.070	040 500
Premiums	472,972	348,562
Administrative services fees	55,726	68,316
Other	258,481	250,857
Total current assets	2,731,187	2,794,925
Property and equipment, net	423,465	459,842
Other assets:		
Long-term investment securities	312,517	288,724
Goodwill	776,874	776,874
Other	185,144	279,665
Total other assets	1,274,535	1,345,263
Total assets	\$ 4,429,187	\$ 4,600,030
Liabilities and Stockholders' Equity		
Current liabilities:		
Medical and other expenses payable	\$ 1,226,043	\$ 1,142,131
Trade accounts payable and accrued expenses	512,723	552,689
Book overdraft	84,579	94,882
Unearned premium revenues	117,604	335,757
Short-term debt	265,000	265,000
Total current liabilities	2,205,949	2,390,459
Long-term debt	334,328	339,913
Other long-term liabilities	268,131	263,184
Total liabilities	2,808,408	2,993,556
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$1 par; 10,000,000 shares authorized; none issued	-	-
Common stock, \$0.16 2/3 par; 300,000,000 shares authorized;		
171,371,759 shares issued at March 31, 2003 and 171,334,893shares issued at December 31, 2002	28,562	28,556
Capital in excess of par value	931,460	931,089
Retained earnings	752,107	720,877
Accumulated other comprehensive income	23,257	22,455
Unearned restricted stock compensation	(3,961)	(6,516)
222. Todatota death damparidation	(0,001)	(5,510)

Treasury stock, at cost, 10,584,719 shares at March 31, 2003 and 8,362,537 shares at December 31, 2002	(110,646)	(89,987)
Total stockholders' equity	1,620,779	1,606,474
Total liabilities and stockholders' equity	\$ 4,429,187	\$ 4,600,030
Debt to total capitalization ratio	27.0%	27.4%

Hur	mana Inc.		Page 5 of
Dolla	ars in thousands		
		Three mont	hs ended
		March	31,
Con	solidated Statements of Cash Flows	2003	2002
Casl	h flows from operating activities		
N	et income	\$ 31,230	\$ 46,77
	djustments to reconcile net income to net cash provided by operating activities:		
	Non-cash restructuring charge	30,760	
	Depreciation and amortization	31,140	29,79
	Provision for deferred income taxes	3,646	12,88
	Changes in operating assets and liabilities excluding effects of acquisitions and divestitures:		
	Receivables	(48,553)	(45,810
	Other assets	5,685	(2,398
	Medical and other expenses payable	83,912	63,97
	Other liabilities	(29,012)	(10,804
	Unearned premium revenues	(218, 153)	(237,758
	Other	1,115	3,21
	Net cash used in operating activities	(108,230)	(140,137
	Timing of Medicare+Choice premium payment from CMS	205,755	216,62
	Normalized net cash provided by operating activities	97,525	76,49
Casl	h flows from investing activities		
	Purchases of property and equipment, net	(21,634)	(31,256
	Purchases of marketable securities	(1,545,241)	(425,135
	Proceeds from maturities of marketable securities	196,923	115,95
	Proceeds from sales of marketable securities	1,320,246	303,89
	Net cash used in investing activities	(49,706)	(36,54
Casl	h flows from financing activities		
	Debt issue costs	(153)	(559
	Change in book overdraft	(10,303)	10,67
	Common stock repurchases	(20,817)	
	Other	504	1,02

	Net cash (used in) provided by financing activities		(30,769)	11,140
	Decrease in cash and cash equivalents		(188,705)	(165,538)
	Cash and cash equivalents at beginning of period		721,357	651,420
	Cash and cash equivalents at end of period	-	\$ 532,652	\$ 485,882

										Page
ercentage of Ending N	/lember	ship Un	der Capita	tion Arrange	ments					
		Comm	nercial Seg	jment .	Gov	ernment Seç	gment		ĺ	Consol.
		Fully		Total	Medic	are+		TRICARE	Total	Total
	Ir	nsured	ASO	Segment	Choice	Medicaid	TRICARE	ASO	Segment	Medical
arch 31, 2003										
										İ
Capitated HMO hospital system bas	ed	6.3%	-	4.9%	12.9%	2.5%	-	-	1.5%	3.0%
Capitated HMO physician group bas	sed	3.2%	-	2.5%	2.0%	56.2%	-	-	7.8%	5.4%
sk-sharing <b>B</b>		3.1%	-	2.4%	47.8%	33.9%	-	-	8.9%	6.0%
I other membership		87.4%	100.0%	90.2%	37.3%	7.4%	100.0%	100.0%	81.8%	85.6%
Total		100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
arch 31, 2002	_									
<u> </u>	╬									
Capitated HMO hospital system bas	ed	6.7%	-	5.3%	13.3%	2.2%	-	-	1.6%	3.3%
_	┰╂╴									
Capitated HMO physician group bas	sed	4.1%	-	3.2%	4.1%	57.6%	-	-	8.1%	5.9%
isk-sharing <b>B</b>	┰╬╴	3.2%	-	2.5%	45.7%	34.3%	-	-	9.2%	6.2%
I other membership	-		100.0%	89.0%	36.9%	5.9%	100.0%	100.0%		84.6%
Total		100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

process substantially all of the claims under these arrangements. Humana Inc. Page 7 of 9 Medical Claim Reserves - Details and Statistics Change in medical and other expenses payable: The change in medical and other expenses payable is summarized as follows: For the Three For the Twelve Months Ended Months Ended March 31, 2003 December 31, 2002 Balances at January 1 \$1,142,131 \$ 1,086,386 Incurred related to: 2,425,464 9,125,915 Current year Prior years - TRICARE (18,890)25,685 (1) Prior years - non-TRICARE (2) (35,140)(13,404)2,371,434 9,138,196 Total incurred Paid related to: Current year (1,403,792)(8,002,610) Prior years (883,730)(1,079,841)(2,287,522)(9,082,451)Total paid Balances at end of period \$1,226,043 \$ 1,142,131 Changes in estimates of medical expenses payable for TRICARE may result from issues that entitle us to additional revenues derived from change orders or the bid price adjustment process, which was the case with substantially all of the unfavorable development for prior Changes in estimates of non-TRICARE incurred claims for prior years recognized during 2003 and 2002 related primarily to our commercial lines of business. The impact of any reduction of "incurred related to prior years" claims may be offset as we re-establish the "incurred related to current year". Our reserving practice is to consistently recognize the actuarial best estimate of our ultimate liability for our claims within a level of confidence required to meet actuarial standards. Thus, only when the release of a prior year reserve is not offset with the same level of conservatism in estimating the current year reserve will the redundancy reduce medical expense. We believe we have consistently applied this methodology in determining our best estimate for unpaid claims liability in each period.

In some circumstances, we contract with physicians under risk-sharing arrangements whereby physicians have assumed some level of risk for all or a portion of the medical costs of their HMO membership. Although these arrangements do include capitation payments for services rendered, we

Humana Inc.						Page 8 of 9
Dollars in tho	usands					
Medical Clai Statistics	m Reserves - D	etails and				
Medical and Detail:	Other Expense	es Payable				

					March 31,		December 31,			
					2003		2002			
IBNR and other medical expenses paya			le		\$ 703,910		\$ 650,606			
TRICARE IBN	IR				232,249		212,826			
TRICARE oth	er medical ex	penses payab	le		30,055		37,793			
Unprocessed	claim invento	ries			99,000		92,300			
Processed cla	aim inventorie:	S			118,300		105,422			
Payable to ph	narmacy bene	fit administrato	or		42,529		43,184			
	Total medical	and other exp	oenses payab	le	\$ 1,226,043		\$ 1,142,131			
IBNR is prima when a claim	rily impacted t is initially incu	oy membership rred and wher	levels, medic the claim for	cal claim trends and t m is received (i.e. a s	the receipt cycle shorter time span	time res	e which represent sults in lower rese	ts tl erve	the sheet date. The level the length of time between s for claims IBNR). For claims not submitted	en
TRICARE oth level of these receivables (n	er medical ex balances ma eceivables fro	y fluctuate from	n period to penent of Defens	riod due to the timin se are classified as "	ig of payment (cu 'receivables" in o	itof ur t	f) and whether or palance sheet).	no	Department of Defense the balances are paya	bles c
electronically. TRICARE oth level of these receivables (n Unprocessed not included i TRICARE clai	er medical explanates madeceivables from claim inventon this amount ms inventory and inventories.	y fluctuate from the Departmenter represent as an indeperare included in the represent the separate the separate included in the separate in the sepa	m period to penent of Defens the estimated indent third pa in TRICARE IBI	riod due to the timin se are classified as " valuation of claims irty administrator pro NR.	ng of payment (cu receivables" in o received but not cesses all TRICA	ur b yet RE	ff) and whether or palance sheet). fully processed. medical claims o	TRI n o		bles o
electronically.  TRICARE oth level of these receivables (n Unprocessed of TRICARE clair  Processed claof administrat	er medical ex balances ma eceivables fro claim invento n this amount ms inventory a aim inventories ive functions	y fluctuate from the Departmenter represent as an indeperenter included in the represent the such as audit	m period to pe ment of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bat	riod due to the timin se are classified as " valuation of claims irty administrator pro NR. sluation of processed ching and handling.	ng of payment (cu receivables" in o received but not cesses all TRICA d claims that are	ur byet RE	f) and whether or calance sheet). fully processed. medical claims o he post claim adj	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co	bles o
electronically.  TRICARE oth level of these receivables (n Unprocessed of TRICARE clair  Processed claof administrat	er medical ex balances ma eceivables fro claim invento n this amount ms inventory a aim inventories ive functions	y fluctuate from the Departmenter represent as an indeperenter included in the represent the such as audit	m period to pe ment of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bat	riod due to the timin se are classified as " valuation of claims irty administrator pro NR.	ng of payment (cu receivables" in o received but not cesses all TRICA d claims that are	ur byet RE	f) and whether or calance sheet). fully processed. medical claims o he post claim adj	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co	bles o
electronically.  TRICARE oth level of these receivables (n Unprocessed of TRICARE clair  Processed claof administrat	er medical exp balances ma eceivables fro claim invento n this amount ms inventory; aim inventories ive functions due to our ph	y fluctuate from the Departmenter represent as an indeperenter included in the represent the such as audit	m period to pe ment of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bat	riod due to the timin se are classified as " valuation of claims irty administrator pro NR. sluation of processed ching and handling.	ng of payment (cu receivables" in o received but not cesses all TRICA d claims that are	ur byet RE	f) and whether or calance sheet). fully processed. medical claims o he post claim adj	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co	bles o
electronically.  TRICARE oth level of these receivables (numerically).  Unprocessed not included in TRICARE clair  Processed clair of administrat  The balance of the balan	er medical explances made eceivables fro claim invento in this amount ms inventories ive functions due to our phessing electronic between whe	y fluctuate from the Department of the Departmen	m period to penent of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bal t administrator  and other effic initially incurre	valuation of claims and administrator pro NR.  Illuation of processed thing and handling.  If fluctuates due to be claimed and when the claims are claimed and when the claims.	g of payment (curreceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with him form was received but not cesses all TRICA.	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co	are onsists
electronically.  TRICARE oth level of these receivables (not unprocessed not included in TRICARE claimed to the content of the balance of the content of the	er medical explances made eceivables fro claim invento in this amount ms inventories ive functions due to our phessing electronic between whe	y fluctuate from the Department of the Departmen	m period to penent of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bat t administrator and other effic initially incurre	valuation of claims into administrator pro NR.  Illuation of processed thing and handling.  If fluctuates due to be claimed and when the claim and when the claim and the claim	g of payment (cureceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with him form was receipt Date (1)	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co  utoff.	are onsists
electronically.  TRICARE oth level of these receivables (n Unprocessed not included i TRICARE clai Processed cla of administrat The balance  put Cycle Time Due to increa length of time years. Below	er medical explances made ceivables fro claim inventor in this amount ms inventories ive functions in the company of the compa	y fluctuate from the Department of the Departmen	m period to penent of Defensithe estimated and ent third patrick TRICARE IBI e estimated valued the tadministrator and other efficientially incurred of Days from	valuation of claims into administrator pro NR.  Illustrion of processed teching and handling.  If fluctuates due to be been administrator by one and when the claims and when the claims are considered by the considered by the considered by the claims are claims are claims are claims.	g of payment (curreceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with him form was receipt Date (1) % Change	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co  utoff.	are onsists
electronically.  TRICARE oth level of these receivables (not unprocessed not included in TRICARE claimed to the content of the balance of the content of the	er medical explances made ceivables fro claim inventor in this amount ms inventories ive functions in the company of the compa	y fluctuate from the Department of the Departmen	m period to penent of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bat t administrator and other effic initially incurre	valuation of claims into administrator pro NR.  Illuation of processed thing and handling.  If fluctuates due to be claimed and when the claim and when the claim and the claim	g of payment (cureceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with him form was receipt Date (1)	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co  utoff.	are onsists
electronically.  TRICARE oth level of these receivables (n Unprocessed not included i TRICARE clai Processed cla of administrat The balance  put Cycle Time Due to increa length of time years. Below	er medical explances male ceivables fro claim invento in this amount ms inventories ive functions due to our phesis as summary:	y fluctuate from the Department of the Departmen	m period to penent of Defensithe estimated and ent third patrick TRICARE IBI e estimated valued the tadministrator and other efficientially incurred of Days from	valuation of claims into administrator pro NR.  Illustrion of processed teching and handling.  If fluctuates due to be been administrator by one and when the claims and when the claims are considered by the considered by the considered by the claims are claims are claims are claims.	g of payment (curreceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with him form was receipt Date (1) % Change	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co  utoff.	are onsists
electronically.  TRICARE oth level of these receivables (numerically).  Unprocessed not included in TRICARE claimed in TRICARE	er medical expension before the control of the cont	y fluctuate from the Department of the Departmen	m period to penent of Defens the estimated ndent third pa TRICARE IBI e estimated va and check bat t administrator and other effic initially incurre  of Days from  2002	valuation of claims inty administrator pro NR.  Illuation of processed to hing and handling.  If fluctuates due to be cleincies gained by one dand when the claim change.  Change  (1.9)	g of payment (cureceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with im form was receipt Date (1)  % Change  -10.0%	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co  utoff.	are onsists
electronically.  TRICARE oth level of these receivables (not unprocessed not included in TRICARE clair Processed clay of administrat.  The balance of the ba	er medical explanation in the state of the s	y fluctuate from the Department of the Departmen	m period to penent of Defensithe estimated indent third particular third p	valuation of claims into administrator pro NR.  Illuation of processed thing and handling. If fluctuates due to biselencies gained by one and when the claim of t	g of payment (curreceivables" in o received but not cesses all TRICA d claims that are i-weekly payment ur providers with im form was receipt Date (1)  % Change  -10.0%	yet RE in t	f) and whether or coalance sheet).  fully processed medical claims of the post claim adjuind the month-engards to the claim.	TRI n o	t the balances are paya  CARE claim inventories  ur behalf. Reserves for  cation process, which co  utoff.	are onsists

Humana Inc.								Page 9 of 9
Medical Claim Re	serv	es - Details and St	atistics					
Unprocessed Clai	im In	ventories:						
The estimated valu	uatior	and number of cla	ims on hand th	at are yet to b	e processed ar	re as follows:		
		Estimated		Number				
		Valuation	Claim Item	of Days				
Date		(000)	Counts	On Hand				

	$\overline{}$								
12/31/2001		\$ 125,400	518,100	5.0					
03/31/2002		\$ 121,000	559,600	5.2					
06/30/2002		\$ 110,300	513,100	4.8					
09/30/2002		\$ 108,800	496,200	4.8					
12/31/2002		\$ 92,300	424,200	4.1					
03/31/2003		\$ 99,000	421,700	4.0					
Days in Claims I	Payab	ole (Quarterly):							

A common metric for monitoring medical claim reserve levels relative to the medical claim expenses is days in claims payable, or DCP, which represents the medical claim liabilities at the end of the period divided by average medical expenses per day in the quarterly period. Since we have some providers under capitation payment arrangements (which do not require a medical claim IBNR reserve), we have also summarized this metric excluding capitation expenses.

	Days			DCP			
	in Claims	Annual		Excluding	Annual		
Quarter Ended	Payable (DCP)	Change	% Change	Capitation	Change	% Change	
12/31/2001	47.4	(3.9)	-7.6%	57.1	(4.4)	-7.2%	
03/31/2002	47.2	(2.3)	-4.6%	56.2	(3.4)	-5.7%	
06/30/2002	46.8	(3.1)	-6.2%	55.3	(4.7)	-7.8%	
09/30/2002	46.6	(2.5)	-5.1%	55.3	(3.9)	-6.6%	
12/31/2002	45.2	(2.2)	-4.6%	53.3	(3.8)	-6.7%	
03/31/2003	46.5	(0.7)	-1.5%	54.7	(1.5)	-2.7%	

This metric fluctuates due to all of the issues reviewed above, including the change in the receipt cycle time, the change in medical claim inventories, the change in TRICARE liability balances, and the timing of our bi-weekly payment to our pharmacy benefits administrator. An annual recap follows:

	2003	2002		
4th quarter-prior year	45.2	47.4		
Impact of change in claim receipt cycle time	0.3	(2.6)		
Impact of change in unprocessed claim inventories	0.3	(1.3)		
Impact of changing TRICARE reserve balances	0.7	0.3		
Impact of change in pharmacy payment cutoff	-	0.7		
All other	-	0.7		
Year to date-current year	46.5	45.2		